

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

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In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)

Debtors.¹

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In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3567-LTS

PUERTO RICO HIGHWAYS & TRANSPORTATION
AUTHORITY,

Debtor.

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**COVER SHEET TO EIGHTEENTH MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO HIGHWAYS &
TRANSPORTATION AUTHORITY FOR THE PERIOD OF
OCTOBER 1, 2018 THROUGH OCTOBER 31, 2018**

¹ The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	October 1, 2018 through October 31, 2018
Amount of compensation sought as actual, reasonable and necessary:	\$24,708.60
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$232.73
Total amount for this invoice:	\$24,941.33

This is a: X monthly ___ interim ___ final application

This is O&B's eighteenth monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for October 2018.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On December 6, 2018 sent to:

Counsel for the Oversight Board:

Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
Attn: Martin J. Bienenstock, Esq.,
mbienenstock@proskauer.com
Ehud Barak, Esq., ebarak@proskauer.com

Proskauer Rose LLP
70 West Madison Street, Chicago, IL 60602
Attn: Paul V. Possinger, Esq.,
ppossinger@proskauer.com

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq., jrapisardi@omm.com
Suzanne Uhlund, Esq., suhland@omm.com
Diana M. Pérez, Esq., dperez@omm.com

Counsel for PR Fiscal Agency and Financial Advisory Authority:

Marini Pietrantoni Muñoz LLC
MCS Plaza Suite 500, 255 Ponce de León Ave.
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.,
lmardini@mpmlawpr.com
Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico

Counsel for the Official Committee of Unsecured Creditors:

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despina, Esq.,
lucdespins@paulhastings.com

Casillas, Santiago & Torres, LLC
El Caribe Office Building, 53 Palmeras Street, Suite 1601
San Juan, PR 00901-2419
Attn: Juan J. Casillas Ayala, Esq.,
jcasillas@cstlawpr.com
Alberto J.E. Añeses Negrón, Esq., aaneses@cstlawpr.com

Counsel for the Official Committee of Retired Employees:

Bennazar, García & Millian, C.S.P.
Edificio Union Plaza, PH-A Piso 18, 416 Ave. Ponce de León
Hato Rey, PR 00918
Attn: A.J. Bennazar-Zequiera, Esq., ajb@bennazar.org

Jenner & Block LLP
919 Third Ave
New York NY 10022
Attn: Robert Gordon, Esq., rgordong@jenner.com
Richard Levin, Esq., rlevin@jenner.com

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn: Catherine Steege, Esq., csteeg@jenner.com
Melissa Root, Esq., mroot@jenner.com

PR Department of Treasury:

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of Central Accounting, Reylam.Guerra@hacienda.pr.gov
Omar E. Rodríguez-Pérez, CPA, Assistant Secretary of Central Accounting, Rodriguez.Omar@hacienda.pr.gov
Angel L. Pantoja-Rodríguez Deputy Assistant Secretary of Internal Revenue and Tax Policy angel.pantoja@hacienda.pr.gov
Francisco Parés-Alicea, Assistant Secretary of Internal Revenue and Tax Policy, Francisco.pares@hacienda.pr.gov
Francisco Pena Montanez, CPA, Assistant Secretary of the Treasury, Francisco.Pena@hacienda.pr.gov

Counsel for the Fee Examiner:

EDGE Legal Strategies, PSC
252 Ponce de León Av, Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo, Esq., elugo@edgelegalpr.com

Godfrey & Kahn, S.C.
Onee East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>HTA TITLE III</u>					
<u>Summary of Legal Fees for the Period October 1 through October 31, 2018</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	\$ 290.00	7.60	\$ 2,204.00
Carla Garcia Benitez	Member	Litigation	\$ 330.00	40.20	\$ 13,266.00
Ubaldo M. Fernandez Barrera	Jr. Member	Litigation	\$ 210.00	0.60	\$ 126.00
Jorge A. Candelaria	Associate	Corporate	\$ 170.00	15.80	\$ 2,686.00
Ricardo J. Casellas	Associate	Litigation	\$ 180.00	4.50	\$ 810.00
Paula A. Gonzalez Montalvo	Associate	Litigation	\$ 170.00	11.40	\$ 1,938.00
Priscila M. Ramirez Segarra	Associate	Corporate	\$ 175.00	11.20	\$ 1,960.00
Filex E. Rosado	Associate	Labor	\$ 165.00	15.60	\$ 2,574.00
Frances Vallejo	Associate	Litigation	\$ 170.00	10.80	\$ 1,836.00
Milagros Marcano Baez	Paralegal	Litigation	\$ 135.00	0.40	\$ 54.00
	Totals			118.10	\$ 27,454.00
	Less: 10% Courtesy discount				\$ (2,745.40)
SUMMARY OF LEGAL FEES					\$ 24,708.60
<u>HTA TITLE III</u>					
<u>Summary of Disbursements for the Period October 1 through October 31, 2018</u>					
Description - Expenses			Amounts		
Duplicating			\$	141.50	
Duplicating-Color			\$	65.60	
Miscellaneous - Lunch - 10/08/2018 - Papa Johns - HTA's J. Viggiano and E. Hernandez Carreras - CGB			\$	25.63	
	Totals				\$ 232.73
SUMMARY OF DISBURSEMENTS					\$ 232.73

<u>HTA TITLE III</u>			
<u>Summary of Legal Fees for the Period October 1 through October 31, 2018</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
202	Legal Research	3.30	\$ 594.00
203	Hearings and Other Non-filed Communications with the Court	0.20	\$ 58.00
205	Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	0.50	\$ 145.00
208	Stay Matters	1.80	\$ 522.00
209	Adversary Proceeding	109.10	\$ 25,317.00
210	Analysis and Strategy	0.80	\$ 232.00
212	General Administration and Governance	1.40	\$ 406.00
219	Docketing	0.40	\$ 54.00
224	Fee Applications-O&B	0.60	\$ 126.00
			\$ 27,454.00
	Less: 10% Courtesy Discount		\$ (2,745.40)
	TOTALS	118.10	\$ 24,708.60

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$22,237.74, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$232.73) in the total amount of \$22,470.47.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

O'NEILL & BORGES LLC

November 2, 2018

FOMB IN RE HTA TITLE III

RE: GENERAL

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

November 2, 2018
Bill #: 337094
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
October 31, 2018:

Client.Matter: P1703 - 0

RE: GENERAL

Total Professional Services	\$ 688.50
Less Discount	<u>\$ -68.85</u>
Net Professional Services	\$ 619.65
Total Reimbursable Expenses	<u>\$ 206.10</u>
TOTAL THIS INVOICE	\$ 825.75

O'NEILL & BORGES LLC

250 LAKE MUNGZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

Client.Matter: P1703 . 0
RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
10/01/18	MMB	219	Docket court notice dkt. 514 received by email dated September 28, 2018, regarding deadline to file opposition paper, reply - H. Bauer, U. Fernandez, D. Pérez.	.10	135.00	13.50
10/09/18	MMB	219	Docket court notice dkt. 517 received by email dated October 5, 2018, regarding new deadlines to file opposition papers to Finca Matilde's motion for relief from stay dkt. 3851, reply - H. Bauer, U. Fernandez, D. Pérez.	.10	135.00	13.50
10/18/18	HDB	208	Review Motion for entry of an order, (I) confirming the application and enforcement of the automatic stay provisions of Bankruptcy Code sections 362(a) and 922, as made applicable to this case pursuant to PROMESA section 301(a) with respect to the prepetition action CD Builders, Inc. (.20) Draft e-mail to M. Zerjal regarding the same. (.10)	.30	290.00	87.00
10/19/18	UMF	224	Continue draft of O&B's Sixteenth Monthly Fee Application in Title III Case of HTA.	.50	210.00	105.00
10/22/18	UMF	224	Finalize monthly fee application with principal certification for Title III case of HTA.	.10	210.00	21.00
10/23/18	HDB	208	Review opinion and order by the Court of Appeals in the CD Builders, Inc. v. HTA matter (.30) and draft e-mail to M. Zerjal and others at Proskauer regarding the same. (.20)	.50	290.00	145.00
10/23/18	MMB	219	Docket court notice received by email dated October 19, 2018, regarding order dkt. 520 setting briefing schedule on dkt. 519 urgent motion of debtor for entry of order confirming stay of pre-petition action - H. Bauer, U. Fernandez, D. Pérez.	.10	135.00	13.50

Bill #: 337094

November 2, 2018

10/24/18	HDB	208	Analyze stay relief notice by Janet Vazquez-Velazquez (.20) and draft e-mail to L. Marini (counsel for AAFAF) regarding same. (.10)	.30	290.00	87.00
10/25/18	HDB	208	Revise edits to draft amended motion to enforce the pre-petition stay regarding CD Builders.	.30	290.00	87.00
10/29/18	HDB	208	Review comments by local counsel for HTA to draft amended motion to enforce the stay against CD Builders. (.20) Draft e-mail to M. Zerjal regarding views on revised draft motion. (.20)	.40	290.00	116.00

TOTAL PROFESSIONAL SERVICES	\$ 688.50
Less Discount	<u>\$ -68.85</u>
NET PROFESSIONAL SERVICES:	\$ 619.65

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	1.80	290.00	522.00
UBALDO M. FERNANDEZ BARRERA	.60	210.00	126.00
MILAGROS MARCANO BAEZ	.30	135.00	40.50
Total	2.70		\$ 688.50

EXPENSES

Date	Description	Amount
10/08/18	DUPLICATING - AS OF 10/08/18 (2 Copies @ \$.10)	.20
10/08/18	DUPLICATING - AS OF 10/08/18 (498 Copies @ \$.10)	49.80
10/08/18	DUPLICATING - AS OF 10/08/18 (1 Copies @ \$.10)	.10
10/08/18	DUPLICATING - AS OF 10/08/18 (1 Copies @ \$.10)	.10
10/08/18	DUPLICATING - AS OF 10/08/18 (166 Copies @ \$.10)	16.60
10/08/18	DUPLICATING - AS OF 10/08/18 (332 Copies @ \$.10)	33.20
10/08/18	DUPLICATING - AS OF 10/08/18 (405 Copies @ \$.10)	40.50
10/08/18	DUPLICATING-COLOR- AS OF 10/08/18 (82 Copies @ \$.40)	32.80
10/08/18	DUPLICATING-COLOR- AS OF 10/08/18 (82 Copies @ \$.40)	32.80

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November 2, 2018

TOTAL REIMBURSABLE EXPENSES \$ 206.10

TOTAL THIS INVOICE \$ 825.75

O'NEILL & BORGES LLC

November 2, 2018

FOMB IN RE HTA TITLE III

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

November 2, 2018
Bill #: 337095
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
October 31, 2018:

Client.Matter: P1703 - 801

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

Total Professional Services	\$ 71.50
VOLUME DISCOUNT	<u>\$ -7.15</u>
Net Professional Services	\$ 64.35
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 64.35

O'NEILL & BORGES LLC

250 LAKE MINGO RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

Client.Matter: P1703 . 801

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
10/22/18	HDB	203	Receive and review Order to file joint status report.	.20	290.00	58.00
10/24/18	MMB	219	Docket court notice received by email dated October 22, 2018, regarding order dkt. 280 setting deadline to file joint status report with the parties' respective positions - H. Bauer, U. Fernandez, D. Pérez.	.10	135.00	13.50

TOTAL PROFESSIONAL SERVICES \$ 71.50

VOLUME DISCOUNT \$ -7.15

NET PROFESSIONAL SERVICES: \$ 64.35

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.20	290.00	58.00
MILAGROS MARCANO BAEZ	.10	135.00	13.50
Total	.30		\$ 71.50

TOTAL THIS INVOICE \$ 64.35

O'NEILL & BORGES LLC

November 2, 2018

FOMB IN RE HTA TITLE III

RE: 18-00030-LTS SIEMENS TRANSPORTATION V. PR HTA ET AL

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

November 2, 2018
Bill #: 337096
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
October 31, 2018:

Client.Matter: P1703 - 805

RE: 18-00030-LTS SIEMENS TRANSPORTATION V. PR HTA ET AL

Total Professional Services	\$ 26,694.00
VOLUME DISCOUNT	<u>\$ -2,669.40</u>
Net Professional Services	\$ 24,024.60
Total Reimbursable Expenses	<u>\$ 26.63</u>
TOTAL THIS INVOICE	\$ 24,051.23

O'NEILL & BORGES LLC

250 LAKE MINGOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

Client.Matter: P1703 . 805

RE: 18-00030-LTS SIEMENS TRANSPORTATION V. PR HTA ET AL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
10/01/18	CGB	209	Tel. conf. with A. Skellet and the O'Neill & Borges document review team to discuss responsiveness parameters and applicable privileges in anticipation of the team's review of potentially responsive e-discovery documents.	.80	330.00	264.00
10/01/18	CGB	209	Tel. conf. with HTA's outside counsel R. Castellanos regarding key factual background relating to the Siemens settlement.	.30	330.00	99.00
10/01/18	PMR	209	Review email and memorandum on document review in Siemens v. HTA.	.80	175.00	140.00
10/01/18	PMR	209	Second kick-off conference with OB team, C. Garcia, A. Skelley and Y. Ike to discuss document review.	.80	175.00	140.00
10/01/18	PMR	209	Follow-up webex conference call with Y. Ike and A. Skellet, P. Gonzalez, J. Candelaria, F. Rosado and F. Vallejo for training to use Relativity Program.	.70	175.00	122.50
10/01/18	PMR	209	Review documents in Siemens v. HTA largest batch number 5.	5.40	175.00	945.00
10/01/18	JAC	209	Conference call with A. Skellet and Y. Ike (Proskauer Rose LLP), and C. Garcia, P. A. Gonzalez, F. Vallejo, F. Rosado and P. M. Ramirez Segarra regarding protocols and guidelines for document review to be conducted in response to discovery request issued by Siemens Transportation Partnership Puerto Rico, S.E.	.80	170.00	136.00
10/01/18	JAC	209	Follow-up conference call with A. Skellet and Y. Ike (Proskauer Rose LLP), and P. A. Gonzalez, F. Vallejo, F. Rosado and P. M. Ramirez Segarra to discuss document review instructions.	.70	170.00	119.00

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10/01/18	JAC	209	Conduct research regarding accountant-client privilege under Puerto Rico law.	.60	170.00	102.00
10/01/18	JAC	209	Draft email to C. Garcia regarding accountant-client privilege under Puerto Rico law.	.10	170.00	17.00
10/01/18	JAC	209	Draft email to A. Skellet (Proskauer Rose LLP) regarding accountant-client privilege under Puerto Rico law.	.70	170.00	119.00
10/01/18	JAC	209	Analyze document review memorandum prepared by Proskauer Rose LLP in view of document review quality control process.	.90	170.00	153.00
10/01/18	JAC	209	Conduct quality control document review consisting of approximately 118 documents (batch 2) to assess responsiveness and privileges under Puerto Rico law, as requested by Proskauer Rose LLP.	3.20	170.00	544.00
10/01/18	PAG	209	Tel. conf. with A. Skellet of Proskauer, C. Garcia, P. Ramirez, J. Candelaria, F. Vallejo, and F. Rosado to discuss the guidelines for the pending document review.	.80	170.00	136.00
10/01/18	PAG	209	Attend technical training session of Relativity discovery platform with A. Skellet and Y. Ike of Proskauer, P. Ramirez, J. Candelaria, F. Vallejo, and F. Rosado in anticipation of the pending document review.	.70	170.00	119.00
10/01/18	PAG	209	Review Proskauer's memorandum regarding the pending document review in anticipation of the same.	1.10	170.00	187.00
10/01/18	PAG	209	Review and code approximately 100 batch 3 documents as part of the ongoing second level document review.	2.40	170.00	408.00
10/01/18	PAG	209	Analyze and code privileged documents from batch 12 and batch 14 consisting of approximately 72 documents.	1.10	170.00	187.00
10/01/18	PAG	209	Revise the performed document review and code further documents including the names of potential witnesses.	.90	170.00	153.00
10/01/18	FVR	209	Perform document review for first batch, in specific 110 documents, for the purpose of production of documents for opposing party.	3.10	170.00	527.00

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10/01/18	FVR	209	Meet with C. Garcia, P. A. Gonzalez, F. E. Rosado, P.M. Ramirez Segarra and J. A. Candelaria in order to communicate in a conference call with Alexandra K. Skellet to discuss the scope and procedures of the document review.	.80	170.00	136.00
10/01/18	FVR	209	Attend web seminar with I. Ike in order to explain to the team the technical issues of the database for document review process.	.90	170.00	153.00
10/01/18	FER	209	Video conference tutorial with A. Skellet, Y. Ike, P. Gonzalez, F. Vallejo, J. Candelaria and P. Ramirez regarding Relativity document review platform.	.70	165.00	115.50
10/01/18	FER	209	Perform document review of fourth batch of documents for production of documents in adversary proceeding.	4.10	165.00	676.50
10/01/18	FER	209	Telephone conference with A. Skellet, Y. Ike, C. Garcia, P. Gonzalez, F. Vallejo, J. Candelaria and P. Ramirez to discuss document review for HTA/Siemens dispute.	.80	165.00	132.00
10/02/18	CGB	209	Overview of Siemens' production documents mentioning Rebeca Rojas, Esq. to ascertain basis for her purported role as creator of the account at issue.	2.20	330.00	726.00
10/02/18	CGB	209	Analyze AAFAF's supplemental production to Siemens.	.20	330.00	66.00
10/02/18	CGB	209	Tel. conf. with HTA's J. Viggiano to coordinate HTA 30(b)(6) witness preparation.	.20	330.00	66.00
10/02/18	CGB	209	Review updated list of in-house and outside counsel forwarded by J. Viggiano. (.10) Draft email forwarding list to the e-discovery review team to consider in identifying privileged documents. (.10)	.20	330.00	66.00
10/02/18	CGB	209	Tel. conf. with HTA former employee E. Rodriguez Perez regarding served deposition notice and his unavailability to attend same.	.20	330.00	66.00
10/02/18	CGB	209	Tel. conf. with M. Dale regarding current deposition schedule and HTA former employee E. Rodriguez Perez unavailability.	.20	330.00	66.00
10/02/18	CGB	209	Analyze email exchange between M. Dale and Siemens D. Baker regarding current deposition deadline and options in view of HTA's E. Rodriguez unavailability.	.30	330.00	99.00

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10/02/18	CGB	209	Analyze background of the Siemens deposition deadline set forth in Docket No. 39 and options in light of need to extend same.	.30	330.00	99.00
10/02/18	HDB	212	Review issues regarding deposition schedule.	.30	290.00	87.00
10/02/18	JAC	209	Finalize first phase of quality control document review in response to Siemens Transportation Partnership Puerto Rico, S.E.'s discovery request.	.60	170.00	102.00
10/02/18	JAC	209	Draft email to C. Garcia regarding completion of first phase of quality control document review.	.10	170.00	17.00
10/02/18	JAC	209	Draft email to A. Skellet (Proskauer Rose LLP) regarding completion of first phase of quality control document review.	.10	170.00	17.00
10/02/18	JAC	209	Analyze memorandum regarding common interest privilege shared by C. Garcia.	.40	170.00	68.00
10/02/18	PAG	209	Review and code approximately 75 batch 12 and 14 documents as part of the ongoing second level document review.	.60	170.00	102.00
10/02/18	FVR	209	Perform document review of batch number thirteen, specifically of 63 documents, as requested by Proskauer	1.20	170.00	204.00
10/02/18	FER	209	Continue document review of fourth batch of documents, with approximately 103 documents.	1.10	165.00	181.50
10/02/18	FER	209	Perform document review of sixth batch of documents, with approximately 22 documents.	1.80	165.00	297.00
10/02/18	FER	209	Perform review of additional remaining document (.10) and Email conversation with Y. Ike regarding same. (.20)	.30	165.00	49.50
10/03/18	CGB	209	Overview of Siemens' production documents 17 to 34 mentioning Rebeca Rojas, Esq. to ascertain basis for her purported role as creator of the account at issue and in preparation for future depositions of HTA representative	1.20	330.00	396.00
10/03/18	CGB	209	Draft summary of R. Rojas role within HTA as it relates to the Siemens settlement agreement, as reflected by available documents and other available background.	.60	330.00	198.00

Bill #: 337096

November 2, 2018

10/03/18	CGB	209	Tel. conf. with M. Dale, H. D. Bauer, AAFAF counsel L. Marini and GDB counsel M. Trelles, O. Ramos and G. Lopez regarding status of Title VI proceeding and potential implications for the adversary proceeding schedule.	.50	330.00	165.00
10/03/18	CGB	209	Draft email to former HTA employee E. Rodriguez confirming communications with Siemens counsel regarding his unavailability to attend the scheduled deposition.	.20	330.00	66.00
10/03/18	HDB	205	Conf. call with M. Dale, C. García and counsel for AAFAF and GDB regarding discovery issues. (.30) Review e-mails regarding counsel representing deponents. (.20)	.50	290.00	145.00
10/03/18	PMR	209	Quality control review of non-responsive documents to confirm proper tagging issues (approximately 200 documents).	2.40	175.00	420.00
10/03/18	JAC	209	Conduct second quality control document review consisting of approximately 118 documents (batch 10) to assess responsiveness, as requested by Proskauer Rose LLP.	3.80	170.00	646.00
10/03/18	PAG	209	Review approximately 175 documents coded as non-responsive as part of the quality check phase of the ongoing document review.	2.20	170.00	374.00
10/03/18	RJC	209	Review additional documents (communications involving R. Rojas, motion to quash filed by GDB) in preparation to draft motion to quash deposition of R. Rojas.	1.20	180.00	216.00
10/03/18	RJC	202	Research standard for deposition of counsel under FRCP 45 and common interest privilege in order to draft motion to quash deposition of R. Rojas.	1.40	180.00	252.00
10/03/18	FVR	209	Conduct document review of ninth batch, specifically of 103 documents, in anticipation of potential production as requested by Proskauer.	3.80	170.00	646.00
10/03/18	FER	209	Perform document review of eighth batch of documents. (2.30) and email conversation with A. Skellet, C. Garcia, F. Vallejo, P. Ramirez, P. Gonzalez and J. Candelaria regarding same. (.40)	2.70	165.00	445.50

Bill #: 337096

November 2, 2018

10/04/18	CGB	209	Tel. conf. with A. Skellet and J. Candelaria to discuss scope of Puerto Rico Accountant-client privilege and its applicability to certain HTA documents.	.30	330.00	99.00
10/04/18	CGB	209	Analyze emails from Siemens' D. Baker to ascertain updated deposition schedule in light of same.	.40	330.00	132.00
10/04/18	CGB	209	Tel. conf. with M. Dale to discuss Title VI claims potential impact upon the current claims by Siemens in the adversary proceeding.	.20	330.00	66.00
10/04/18	CGB	209	Tel. conf. with M. Dale and Siemens D. Baker and C. Springer to discuss Title VI claims potential impact upon the current claims by Siemens in the adversary proceeding.	.20	330.00	66.00
10/04/18	CGB	209	Draft emails to Siemens counsel D. Baker and C. Springer clarifying certain issues discussed during tel. conf. of October 4, 2018 for review and editing by M. Dale.	.20	330.00	66.00
10/04/18	CGB	209	Draft email to Siemens counsel D. Baker and C. Springer regarding FOMB/HTA's position as to the potential testimony of GDB representatives.	.10	330.00	33.00
10/04/18	CGB	209	Analyze updates from GDB and AAFAF counsel regarding their intentions as to the potential testimony from former HTA employees.	.10	330.00	33.00
10/04/18	CGB	209	Analyze response to requested stipulation regarding the admissibility of HTA produced documents.	.10	330.00	33.00
10/04/18	CGB	209	Draft Follow-up email to A. Skellet regarding status of potential production to Siemens of e-discovery documents.	.10	330.00	33.00
10/04/18	HDB	209	Review issues concerning deposition scheduling.	.20	290.00	58.00
10/04/18	PMR	209	Continue to review batches on potentially privilege documents (approximately 200 documents).	1.10	175.00	192.50
10/04/18	JAC	209	Draft email to A. Skellet to coordinate conference call to discuss potential privileges under the Puerto Rico Rules of Evidence.	.10	170.00	17.00
10/04/18	JAC	209	Draft email to C. Garcia regarding potential privileges under the Puerto Rico Rules of Evidence.	.10	170.00	17.00

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November 2, 2018

10/04/18	JAC	209	Prepare for conference call with A. Skellet (Proskauer Rose LLP) and C. Garcia regarding potential privileges under Puerto Rico Rules of Evidence.	.40	170.00	68.00
10/04/18	JAC	209	Finalize second phase of quality control document review in response to Siemens Transportation Partnership Puerto Rico, S.E.'s discovery request.	1.80	170.00	306.00
10/04/18	JAC	209	Review approximately 30 documents to assess whether a privilege could arguably be claimed over them with regards to Siemens Transportation Partnership Puerto Rico, S.E.'s discovery request, as requested by Proskauer Rose LLP.	1.10	170.00	187.00
10/04/18	JAC	209	Conference call with A. Skellet (Proskauer Rose LLP) and C. Garcia to discuss potential privileges under the Puerto Rico Rules of Evidence.	.30	170.00	51.00
10/04/18	PAG	209	Review batch 3, 12, and 14 consisting of approximately 175 documents coded as potentially privileged and examine the applicability of the accountant-client privilege as part of the quality check phase of the document review.	1.60	170.00	272.00
10/04/18	RJC	202	Additional research regarding applicable law as to depositions of in-house counsel versus that of a trial attorney, and interplay with proportionality standard for discovery of evidence, in order to draft motion to quash deposition notice as to Rebeca Rojas.	1.90	180.00	342.00
10/04/18	FVR	209	Revise the documents that were reviewed pursuant to the accountant-client privilege and its applicability (approximately 103 documents).	1.00	170.00	170.00
10/04/18	FER	209	Perform document review of sixteenth batch of approximately 118 documents. (3.60) and email communication with C. Garcia, P. Gonzalez, P. Ramirez, J. Candelaria, F. Vallejo, A. Skellet, Y. Ike and M. Dale regarding technical issues with the document review portal (.50)	4.10	165.00	676.50
10/05/18	CGB	209	Detailed analysis of the deposition transcript of GDB's 30(b)(6) witness J. Santiago Ramos to verify its implications for the preparation of the HTA's 30(b)(6) representative.	1.30	330.00	429.00
10/05/18	CGB	209	Review HTA documents generated by or mentioning 30(b)(6) witness J. Hernandez Carrero in preparation for up-coming deposition.	.90	330.00	297.00

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November 2, 2018

10/05/18	CGB	209	Overview of 65 documents preliminarily marked as responsive, with particular focus on Spanish documents, to ensure responsiveness to document production request.	1.20	330.00	396.00
10/05/18	CGB	209	Identify relevant background documents to review with HTA's 30(b)(6) witness to ensure ability to address queries regarding key topics.	.70	330.00	231.00
10/05/18	HDB	212	Review emails from AAFAF's L. Marini and M. Dale regarding deposition scheduling issues.	.30	290.00	87.00
10/08/18	CGB	209	Conf. with M. Dale to discuss strategy for 30(b)(6) witness preparation.	.30	330.00	99.00
10/08/18	CGB	209	Conf. with HTA's 30(b)(6) witness J. Hernandez Carreras and J. Viggiano to review key documents in preparation for deposition.	3.50	330.00	1,155.00
10/08/18	CGB	209	Continued Review of various productions to identify other potentially important document for the review of J. Hernandez Carreras.	1.70	330.00	561.00
10/08/18	CGB	209	Draft email to HTA former in-house counsel R. Rojas regarding status of her scheduled deposition.	1.70	330.00	561.00
10/09/18	CGB	209	Conf. with M. Dale and HTA 30(B)(6) witness J. Hernandez Carreras to review key background documents in final preparation for the deposition.	1.20	330.00	396.00
10/09/18	CGB	209	Attend deposition of HTA's 30(B)(6) witness J. Hernandez Carreras.	3.20	330.00	1,056.00
10/09/18	CGB	209	Draft email to R. Rojas to confirm Siemens has agreed to cancel her deposition.	.10	330.00	33.00
10/09/18	CGB	209	Draft email to former HTA employee E. Rodriguez Perez to confirm Siemens has agreed to cancel his deposition.	.10	330.00	33.00
10/09/18	CGB	209	Draft email to D. Baker confirming FOMB/HTA does not plan to call GDB representative Neysa Lopez as a witness.	.10	330.00	33.00
10/09/18	HDB	212	Review issues regarding HTA 30(b)(6) deposition.	.40	290.00	116.00
10/10/18	CGB	209	Draft email to HTA's J. Viggiano and J. Maldonado seeking copies of certain documents to consider need for potential supplementation to discovery responses.	.30	330.00	99.00

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10/10/18	CGB	209	Analyze additional documentation forwarded by HTA's E. Hernandez Carreras to consider need to supplement discovery response.	.20	330.00	66.00
10/10/18	CGB	209	Draft supplemental response to Siemens omnibus discovery in view of information disclosed by J. Hernández Carreras during his deposition and additional documentation forwarded by same. .	.60	330.00	198.00
10/10/18	HDB	209	Attend deposition of Mr. Jesus García - witness for GDB.	2.70	290.00	783.00
10/11/18	CGB	209	Attend the deposition of Siemens 30(b)(6) representative Josue Menendez.	6.80	330.00	2,244.00
10/12/18	CGB	209	Draft email to M. Dale summarizing developments during recent depositions of GDB and Siemens representatives.	.30	330.00	99.00
10/12/18	HDB	212	Review summary of Siemens 30(b)(6) deposition.	.20	290.00	58.00
10/16/18	CGB	209	Draft email to D. Baker to inquire about status of the deposition transcript of HTA representative J. Hernandez Carreras. (.10) Review response thereto. (.10) Draft email to J. Hernandez Carreras forwarding copy of his deposition transcript for review. (.10)	.30	330.00	99.00
10/17/18	CGB	209	Review transcript of deposition of J. Hernandez Carreras.	.90	330.00	297.00
10/18/18	CGB	209	Review errata sheet for HTA's 30(b)(6) deposition transcript. (.10) Draft email to R. Hernandez Carreras forwarding same for his review and approval. (.10)	.20	330.00	66.00
10/19/18	CGB	209	Review comments from J. Hernandez Carreras to errata sheet. (.20) Draft email to D. Baker forwarding final version of same. (.10)	.30	330.00	99.00
10/19/18	CGB	209	Review Siemens' supplemental objection to GDB's proposed qualifying modifications to ascertain its potential impact upon its claims against HTA and the FOMB in adversary proceeding 18-00030.	.30	330.00	99.00
10/19/18	CGB	209	Draft email to M. Dale forwarding draft of proposed supplemental response to Siemens discovery. (.20) Draft email to HTA's J. Maldonado and J. Viggiano forwarding draft of proposed supplemental response to Siemens discovery and highlighting issues for their consideration. (.20).	.40	330.00	132.00

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10/22/18	CGB	209	Analyze scheduling order in GDB Title VI proceeding setting forth deadlines and hearing date to address Siemens objections grounded upon the claims asserted in the pending adversary proceeding to ascertain potential impact upon the claims against HTA/FOMB.	.20	330.00	66.00
10/23/18	CGB	209	Draft email to M. Dale to coordinate next steps in view of scheduling order in GDB Title VI proceeding to address Siemens objections grounded upon the claims asserted in the pending adversary.	.10	330.00	33.00
10/23/18	CGB	209	Draft email to counsel for GDB and AAFAF to schedule conference call to discuss GDB's and AAFAF's next steps in view of scheduling order in GDB Title VI proceeding to address Siemens objections grounded upon the claims asserted in the pending adversary.	.10	330.00	33.00
10/23/18	CGB	209	Draft email to HTA's representatives J. Viggiano and J. Maldonado to Follow-up on review of supplemental responses to discovery.	.10	330.00	33.00
10/23/18	CGB	209	Review email from O. Ramos, counsel for GDB, forwarding deposition transcript of Siemens' representative and enclosure thereto.	.20	330.00	66.00
10/26/18	CGB	209	Tel. conf. with J. M. Viggiano to Follow-up on the status of the supplemental discovery responses to Siemens. (.20) Analyze the order setting forth the proceedings to be followed during the November 6 hearing within the GDB Title VI case where Siemens claim relating to the account at GDB will be heard. (.10)	.30	330.00	99.00
10/29/18	CGB	209	Tel. conf. with GDB counsel O. Ramos and others to ascertain whether GDB envisions any disputed facts involving HTA/FOMB at the up-coming Title VI hearing.	.30	330.00	99.00
10/29/18	HDB	210	Tel. conf. with M. Dale, C. Garcia, O. Ramos, M. Trelles and G. Lopez regarding status report and pending issues in anticipation of hearing.	.30	290.00	87.00
10/30/18	CGB	209	Tel. conf. with Siemens counsel D. Baker and others, GDB counsel O. Ramos and others, AAFAF counsel L. Marini and Proskauer co-counsel M. Dale to discuss Siemens proposed undisputed facts and material facts in dispute.	.40	330.00	132.00

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10/30/18	CGB	209	Draft Follow-up email to J. Viggiano regarding deadline to submit supplemental responses to Siemens discovery. (.10) Review response thereto from J. Viggiano. (.10) Draft email to Siemens and GDB informing issues and submitting un-executed response in anticipation of a final version. (.20)	.40	330.00	132.00
10/30/18	CGB	209	Analyze Siemens proposed stipulated facts for the Title VI hearing to ascertain potential impact upon pending adversary claims. (.60) Draft email to M. Dale forwarding commented version. (.10)	.70	330.00	231.00
10/30/18	CGB	209	Analyze GDB's amended proposed stipulated facts for the Title VI hearing to ascertain potential impact upon pending adversary claims. (.70) Draft email to GDB's O. Ramos and Siemens D. Baker commenting same. (.10).	.80	330.00	264.00
10/30/18	HDB	210	Review proposal for stipulated facts by Siemens. (.30) Review draft of HTA's supplemental responses to discovery by Siemens. (.20)	.50	290.00	145.00
10/31/18	CGB	209	Follow-up tel. conf. with Siemens counsel D. Baker and others, GDB counsel O. Ramos and others, AAFAF counsel L. Marini and Proskauer co-counsel M. Dale and A. Skellet to discuss current proposals of undisputed facts submitted by GDB and coordination of matters for the joint motion required by the Court relating to hearing issues with the related Title III proceeding.	.50	330.00	165.00
10/31/18	CGB	209	Finalize executed supplemental response to Siemens discovery on behalf of HTA. (.20) Draft email to Siemens and other parties in the GDB Title VI matter forwarding same. (.20)	.40	330.00	132.00
10/31/18	HDB	212	Review Siemens' objections to proposed Stipulations in anticipation of Nov. 6 hearing.	.20	290.00	58.00

TOTAL PROFESSIONAL SERVICES	\$ 26,694.00
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VOLUME DISCOUNT	<u>\$ -2,669.40</u>
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NET PROFESSIONAL SERVICES:	\$ 24,024.60
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Bill #: 337096

November 2, 2018

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
CARLA GARCIA BENITEZ	40.20	330.00	13,266.00
HERMANN BAUER	5.60	290.00	1,624.00
PRISCILA M. RAMIREZ SEGARRA	11.20	175.00	1,960.00
JORGE A. CANDELARIA	15.80	170.00	2,686.00
PAULA A. GONZALEZ MONTALVO	11.40	170.00	1,938.00
RICARDO J. CASELLAS	4.50	180.00	810.00
FRANCES VALLEJO	10.80	170.00	1,836.00
FILEX E. ROSADO	15.60	165.00	2,574.00
Total	115.10		\$ 26,694.00

EXPENSES

Date	Description	Amount
10/08/18	DUPLICATING - AS OF 10/08/18 (10 Copies @ \$.10)	1.00
10/08/18	MISCELLANEOUS - LUNCH - 10/08/2018 - PAPA JOHNS - HTA'S J. VIGGIANO AND E. HERNANDEZ CARRERAS - CGB	25.63

TOTAL REIMBURSABLE EXPENSES \$ 26.63

TOTAL THIS INVOICE \$ 24,051.23

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)

Debtors.¹

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3567-LTS

PUERTO RICO HIGHWAYS & TRANSPORTATION
AUTHORITY,

Debtor.

-----X

**COVER SHEET TO NINETEENTH MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO HIGHWAYS &
TRANSPORTATION AUTHORITY FOR THE PERIOD OF
NOVEMBER 1, 2018 THROUGH NOVEMBER 30, 2018**

¹ The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	November 1, 2018 through November 30, 2018
Amount of compensation sought as actual, reasonable and necessary:	\$4,796.55
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$43.50
Total amount for this invoice:	\$4,840.05

This is a: X monthly ___ interim ___ final application

This is O&B's nineteenth monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for November 2018.

/s/ Jaime A. El Koury_____
Jaime A. El Koury
General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On January 18, 2019 sent to:

Counsel for the Oversight Board:

Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
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mbienenstock@proskauer.com
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Counsel for PR Fiscal Agency and Financial Advisory Authority:

Marini Pietrantoni Muñoz LLC
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San Juan, PR 00917
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lmardini@mpmlawpr.com
Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico

Counsel for the Official Committee of Unsecured Creditors:

Paul Hastings LLP
200 Park Avenue
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lucdespins@paulhastings.com

Casillas, Santiago & Torres, LLC
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Alberto J.E. Añeses Negrón, Esq., aaneses@cstlawpr.com

Counsel for the Official Committee of Retired Employees:

Bennazar, García & Millian, C.S.P.
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PR Department of Treasury:

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of Central Accounting, Reylam.Guerra@hacienda.pr.gov
Omar E. Rodríguez-Pérez, CPA, Assistant Secretary of Central Accounting, Rodriguez.Omar@hacienda.pr.gov
Angel L. Pantoja-Rodríguez Deputy Assistant Secretary of Internal Revenue and Tax Policy angel.pantoja@hacienda.pr.gov
Francisco Parés-Alicea, Assistant Secretary of Internal Revenue and Tax Policy, Francisco.pares@hacienda.pr.gov
Francisco Pena Montanez, CPA, Assistant Secretary of the Treasury, Francisco.Pena@hacienda.pr.gov

Counsel for the Fee Examiner:

EDGE Legal Strategies, PSC
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San Juan, PR 00918
Attn: Eyck O. Lugo, Esq., elugo@edgelegalpr.com

Godfrey & Kahn, S.C.
Onee East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>HTA TITLE III</u>					
<u>Summary of Legal Fees for the Period November 1 through November 30, 2018</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	\$ 290.00	1.80	\$ 522.00
Carla Garcia Benitez	Member	Litigation	\$ 330.00	13.90	\$ 4,587.00
Ubaldo M. Fernandez Barrera	Jr. Member	Litigation	\$ 210.00	0.60	\$ 126.00
Daniel J. Perez Refojos	Associate	Litigation	\$ 180.00	0.30	\$ 54.00
Milagros Marcano Baez	Paralegal	Litigation	\$ 135.00	0.30	\$ 40.50
	Totals			16.90	\$ 5,329.50
	Less: 10% Courtesy discount				\$ (532.95)
SUMMARY OF LEGAL FEES					\$ 4,796.55
<u>HTA TITLE III</u>					
<u>Summary of Disbursements for the Period November 1 through November 30, 2018</u>					
Description - Expenses			Amounts		
Duplicating			\$ 43.50		
	Totals			\$	43.50
SUMMARY OF DISBURSEMENTS					\$ 43.50

<u>HTA TITLE III</u>			
<u>Summary of Legal Fees for the Period November 1 through November 30, 2018</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
206	Documents filed on behalf of the Board	0.30	\$ 87.00
207	Non-Board Court Filings	0.30	\$ 87.00
208	Stay Matters	0.50	\$ 145.00
209	Adversary Proceeding	13.90	\$ 4,587.00
210	Analysis and Strategy	0.20	\$ 58.00
212	General Administration and Governance	0.50	\$ 145.00
218	Employment and Fee Applications	0.30	\$ 54.00
219	Docketing	0.30	\$ 40.50
224	Fee Applications-O&B	0.60	\$ 126.00
			\$ 5,329.50
	Less: 10% Courtesy Discount		\$ (532.95)
	TOTALS	16.90	\$ 4,796.55

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$4,316.90, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$43.50) in the total amount of \$4,360.40.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

O'NEILL & BORGES LLC

December 5, 2018

FOMB IN RE HTA TITLE III

RE: GENERAL

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

December 5, 2018
Bill #: 338904
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
November 30, 2018:

Client.Matter: P1703 - 0

RE: GENERAL

Total Professional Services	\$ 483.50
Less Discount	<u>\$ -48.35</u>
Net Professional Services	\$ 435.15
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 435.15

IN ACCOUNT WITH

250 LAKE MINGO RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1703 . 0
RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
11/01/18	HDB	207	Analyze Opposition to Motion Confirming Stay filed by CD Builders.	.30	290.00	87.00
11/02/18	HDB	208	Review Memorandum Order denying stay relief for Municipality of Ponce.	.20	290.00	58.00
11/05/18	HDB	210	Review responses to M. Zerjal queries by HTA counsel in the CD Builders claim.	.20	290.00	58.00
11/06/18	UMF	224	Draft monthly fee application for September 2018 in the Title III case of the HTA.	.30	210.00	63.00
11/07/18	HDB	208	Edit draft reply top CD Builder's Motion for Stay Relief. (.20) Draft e-mail to M. Zerjal. (.10)	.30	290.00	87.00
11/08/18	UMF	224	Review and finalize monthly fee application for September 2018 in the Title III case of HTA.	.30	210.00	63.00
11/13/18	MMB	219	Docket court notice received by email dated November 9, 2018, regarding deadlines in relation with transcript of November 7, 2018 hearing - H. Bauer, U. Fernandez, D. Pérez.	.10	135.00	13.50
11/16/18	DJP	218	File the Fourth Interim Fee Application of McKinsey & Company, Inc. Washington D.C. as Consulting Services Provider to the Financial Oversight and Management Board for Puerto Rico, as Representative of Debtor, the Puerto Rico Highway and Transportation Authority, for the Period from June 1, 2018 through September 30, 2018, through the court's electronic filing system.	.20	180.00	36.00

Bill #: 338904

December 5, 2018

11/16/18	DJP	218	Draft email to Prime Clerk LLC requesting service of the Fourth Interim Fee Application of McKinsey & Company, Inc. Washington D.C. as Consulting Services Provider to the Financial Oversight and Management Board for Puerto Rico, as Representative of Debtor, the Puerto Rico Highway and Transportation Authority, for the Period from June 1, 2018 through September 30, 2018.	.10	180.00	18.00
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TOTAL PROFESSIONAL SERVICES	\$ 483.50
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Less Discount	<u>\$ -48.35</u>
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NET PROFESSIONAL SERVICES:	\$ 435.15
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SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	1.00	290.00	290.00
UBALDO M. FERNANDEZ BARRERA	.60	210.00	126.00
DANIEL J. PEREZ REFOJOS	.30	180.00	54.00
MILAGROS MARCANO BAEZ	.10	135.00	13.50
Total	2.00		\$ 483.50

TOTAL THIS INVOICE	\$ 435.15
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O'NEILL & BORGES LLC

December 5, 2018

FOMB IN RE HTA TITLE III

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

December 5, 2018
Bill #: 338905
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
November 30, 2018:

Client.Matter: P1703 - 801

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

Total Professional Services	\$ 100.50
VOLUME DISCOUNT	<u>\$ -10.05</u>
Net Professional Services	\$ 90.45
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 90.45

O'NEILL & BORGES LLC

250 LAKE MINGO RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

Client.Matter: P1703 . 801

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
11/14/18	HDB	206	Review and sign-off on Straus Report in Adv. Proceedings 17-AP-151 and 152. (.20) Draft e-mail to M. Firestein regarding observations on draft. (.10)	.30	290.00	87.00
11/16/18	MMB	219	Docket court notice received by email dated November 15, 2018, regarding deadline to file joint status report - H. Bauer, U. Fernandez, D. Pérez.	.10	135.00	13.50

TOTAL PROFESSIONAL SERVICES \$ 100.50

VOLUME DISCOUNT \$ -10.05

NET PROFESSIONAL SERVICES: \$ 90.45

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.30	290.00	87.00
MILAGROS MARCANO BAEZ	.10	135.00	13.50
Total	.40		\$ 100.50

TOTAL THIS INVOICE \$ 90.45

O'NEILL & BORGES LLC

December 5, 2018

FOMB IN RE HTA TITLE III

RE: 18-00030-LTS SIEMENS TRANSPORTATION V. PR HTA ET AL

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

December 5, 2018
Bill #: 338906
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
November 30, 2018:

Client.Matter: P1703 - 805

RE: 18-00030-LTS SIEMENS TRANSPORTATION V. PR HTA ET AL

Total Professional Services	\$ 4,745.50
VOLUME DISCOUNT	<u>\$ -474.55</u>
Net Professional Services	\$ 4,270.95
Total Reimbursable Expenses	<u>\$ 43.50</u>
TOTAL THIS INVOICE	\$ 4,314.45

O'NEILL & BORGES LLC

250 LAKE MINGO RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

Client.Matter: P1703 . 805

RE: 18-00030-LTS SIEMENS TRANSPORTATION V. PR HTA ET AL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
11/01/18	CGB	209	Analyze GDB's statement of disputed facts to ascertain potential impact upon Siemens claims against HTA/FOMB in current adversary proceeding.	.20	330.00	66.00
11/01/18	CGB	209	Analyze sample emails copying potential HTA witness at the Title VI hearing J. Espada. (.20) Draft email to HTA's J. Viggiano to ascertain his role at HTA during the pertinent time frame. (.10)	.30	330.00	99.00
11/01/18	CGB	209	Analyze joint motion summarizing the Title VI parties positions as to hearing preparations. (.20) Tel. conf. with Siemens counsel L. Cumpiano regarding same. (.10) Draft email to GDB's O. Ramos confirming FOMB/HTA have no comments tot he proposed joint motion. (.10) Monitor filing of the same. (.10)	.50	330.00	165.00
11/01/18	CGB	209	Analyze exhibit preliminary lists circulated by Siemens and GDB. (.40) Coordinate with M. Dale and A. Skellet preparations for the hearing. (.20) Draft email to GDB and Siemens counsel requesting copy of the Jesus Garcia deposition transcript. (.10)	.70	330.00	231.00
11/01/18	CGB	209	Follow-up Tel. conf. with Siemens counsel D. Baker and others, GDB counsel O. Ramos and others, AAFAF counsel L. Marini and Proskauer co-counsel A. Skellet to discuss options in lieu of live testimony for the Title VI Court impacting the adversary claims.	.60	330.00	198.00

Bill #: 338906

December 5, 2018

11/02/18	CGB	209	Analyze Government Development Bank For Puerto Rico And Puerto Rico Fiscal Agency And Financial Advisory Authority's Reply To Siemens Transportation Partnership Puerto Rico, S.E.'S Supplemental Objection To Proposed Qualifying Modification filed in the Title VI as to ascertain potential impact upon stayed adversary proceeding against HTA and FOMB.	.70	330.00	231.00
11/02/18	CGB	209	Analyze Court order setting forth deadlines for the filing of exhibits relating to Siemens claim against GDB. (.10) coordinate next steps with A. Skellet and M. Dale in view of same. (.10) coordinate preparation of binder with all deposition transcripts in anticipation of court hearing. (.10)	.30	330.00	99.00
11/02/18	CGB	209	Review email from A. Skellet regarding deposition transcripts and exhibits anticipated at the GDB RSA court hearing. (.10) Respond to same. (.10)	.20	330.00	66.00
11/05/18	CGB	209	Draft email to HTA's J. Viggiano and J. Maldonado regarding Judge's decision to limit live testimony at the GDB RSA objections hearing and denying Siemens belated request to present former HTA consultant J. Espada.	.20	330.00	66.00
11/06/18	CGB	209	Draft email to HTA's J. Maldonado and J. Viggiano to confirm that Siemens has agreed to release HTA as part of the Settlement of its claims against GDB during the GDB qualifying modification approval hearing.	.30	330.00	99.00
11/08/18	CGB	209	Review email from E. Barak regarding expected settlement draft in the GDB Title VI matter that will entail dismissal of the Plaintiff[ending adversary. (.10) Tel. conf. with HTA's J. Viggiano to discuss issues related to same. (.20) Draft email to HTA's J. Viggiano and J. Maldonado seeking investigation of factual issues potentially impacting proposed mutual release as a condition for settlement. (.20)	.50	330.00	165.00
11/09/18	HDB	212	Review order regarding dismissal of 18-ap-0030.	.20	290.00	58.00
11/12/18	CGB	209	Draft Follow-up note to HTA representatives J. Maldonado and J. Viggiano to ascertain status of review of the proposed settlement agreement draft.	.20	330.00	66.00

Bill #: 338906

December 5, 2018

11/12/18	CGB	209	Edit draft settlement agreement to ensure adequate protection of HTA's rights. (.40) Draft email to E. Barak and M. Dale forwarding suggested revisions. (.20)	.60	330.00	198.00
11/12/18	HDB	212	Revise draft settlement agreement of 18-ap-0030.	.30	290.00	87.00
11/13/18	CGB	209	Analyze court order at Docket No. 70 forewarning of proposed dismissal with prejudice of all claims.	.10	330.00	33.00
11/13/18	CGB	209	Review message from HTA's J. Viggiano forwarding comments to the settlement agreement. (.10) Draft email to E. Barak and M. Dale setting forth summary of HTA's comments to the Draft settlement agreement. (.10)	.20	330.00	66.00
11/13/18	MMB	219	Docket court notice received by email dated November 9, 2018, regarding order dkt. 74 granting until November 16, 2018 to file response - C. Garcia, H. Bauer, U. Fernandez, D. Pérez.	.10	135.00	13.50
11/15/18	CGB	209	Review informative motion filed by the GDB in the Title VI RSA proceeding describing current status of the execution of the final settlement agreement including the Siemens claims to ascertain its potential impact upon the Siemens adversary proceeding. (.10) Draft email to M. Dale regarding alternate strategies in view of same. (.10).	.20	330.00	66.00
11/19/18	CGB	209	Review email from E. Barak seeking update on HTA review of Draft settlement. (.10) Draft email to HTA's J. Viggiano regarding same. (.10) Draft email to E. Barak update on HTA;s response. (.10)	.30	330.00	99.00
11/20/18	CGB	209	Review revised version of the settlement agreement forwarded by GDB counsel M.D. Trelles to ascertain efficacy of the mutual releases as to HTA. (40) Draft email to M. Dale and E. Barak forwarding comments. (.10) Draft email to HTA representatives to inquire about signatory to the agreement. (.20)	.70	330.00	231.00

Bill #: 338906

December 5, 2018

11/20/18	CGB	209	Tel. conf. with GDB counsel M.D. Trelles regarding logistics of HTA's review of settlement draft. (.20) Edit fourth draft of Settlement Agreement circulated by GDB to ensure HTA comments are incorporated and its interests are protected. (.30) Review background on prior proceedings to ensure Siemens proposed release language does not negatively impact HTA rights. (.30) Draft email forwarding revised version to M. Dale and E. Barak. (.10)	.90	330.00	297.00
11/21/18	CGB	209	Review Proskauer's edits to forth version of the settlement agreement. (.20) Tel. conf. with M. Dale to discuss issues raised by GDB's fourth settlement draft. (.20) Draft email sending HTA/FOMB comments to the draft agreement to GDB counsel O. Ramos and M.D. Trelles. (.10) Brief overview of edits included in fifth version of draft agreement forwarded by O. Ramos. (.10)	.60	330.00	198.00
11/26/18	CGB	209	Review updated release language incorporated into the proposed Siemens settlement agreement (.30); Analyze prior releases included into the 2010 Settlement Agreement and its amendments to ensure consistency with same. (.40)	.70	330.00	231.00
11/26/18	CGB	209	Draft edits to the draft settlement agreement to address Siemens request for a release from the FOMB and other issues. (.40) Draft email forwarding edits to M. Dale. (.10) Brief tel. conf. with M. Dale to discuss proposed edits. (.20) Draft email to Siemens, GDB, and AAFAF counsel forwarding FOMB/HTA edits for their consideration. (.10) Tel. conf. with M.D. Trelles to discuss recent edits regarding settlement structure. (.10) Tel. conf. with M. Sale to discuss same.(.10) Draft Follow-up email to M. Trelles and O. Ramos setting forth HTA/FOMB's acquiescence in principle to proposed structure. (.10)	1.10	330.00	363.00
11/26/18	CGB	209	Draft Follow-up email to HTA's J. Maldonado and J. M. Viggiano forwarding latest version of the settlement agreement draft for their consideration.	.10	330.00	33.00

Bill #: 338906

December 5, 2018

11/27/18	CGB	209	Review updated Draft of the proposed settlement agreement circulated by Siemens counsel. (.40) Draft email to M. Dale forwarding comments to same. (.10) Draft email to HTA's J. Maldonado and J. Viggiano forwarding updated version of the draft agreement. (.10) Tel. conf. with HTA's J.M. Viggiano to discuss main structure of the agreement and HTA's views on the same. (.20) Draft email to M. Dale and E. Barak confirming HTA's approval of the agreement in principle. (.10)	.90	330.00	297.00
11/27/18	CGB	209	Analyze email from M. Dale to J. El Koury setting forth settlement structure for the FOMB's approval. (.20) Draft email to M. Dale forwarding minor comment to same. (.10)	.30	330.00	99.00
11/28/18	CGB	209	Analyze most recent edits to the Draft settlement agreement to ensure HTA/FOMB's rights are preserved. (.40) Draft email to M. Dale sending comment's and edits to same. (.20)	.60	330.00	198.00
11/28/18	CGB	209	Review and respond to email from HTA's C. Springer requesting update on HTA/FOMB approval to draft agreement.	.10	330.00	33.00
11/28/18	CGB	209	Tel. conf. with M. Dale to discuss recent edits to settlement agreement Draft and need to include additional language pertaining to the FOMB.	.20	330.00	66.00
11/28/18	CGB	209	Draft email to HTA's J. Viggiano and J. Maldonado forewarning of deadline for the execution of final agreement. (.20) Review email from M. Dale to J. El Koury forwarding final version of agreement for execution by FOMB representative. (.10) Review final version of agreement. (.20) Draft email to HTA's J. Viggiano and J. Maldonado forwarding final agreement by execution of the HTA representative. (.10)	.60	330.00	198.00

Bill #: 338906

December 5, 2018

11/29/18	CGB	209	Monitor email exchanges between counsel for GDB, AAFAF, Siemens and the bondholders regarding progress of the various signatures required to complete agreement. (.40) Draft email to all regarding status of HTA's signature. (.20)Tel. conf. with HTA's J. Maldonado to confirm status of execution of agreement. (.10) Review email from AAFAF's P. Frieden forwarding HTA signed version. (.10) Analyze final executed version to confirm signature by all parties. (.10) Draft email to HTA's J. Maldonado and J. Viggiano forwarding signed agreement. (.10)	1.00	330.00	330.00
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TOTAL PROFESSIONAL SERVICES	\$ 4,745.50
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VOLUME DISCOUNT	\$ -474.55
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NET PROFESSIONAL SERVICES:	\$ 4,270.95
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SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
CARLA GARCIA BENITEZ	13.90	330.00	4,587.00
HERMANN BAUER	.50	290.00	145.00
MILAGROS MARCANO BAEZ	.10	135.00	13.50
Total	14.50		\$ 4,745.50

EXPENSES

Date	Description	Amount
11/02/18	DUPLICATING - AS OF 11/02/18 (100 Copies @ \$.10)	10.00
11/02/18	DUPLICATING - AS OF 11/02/18 (213 Copies @ \$.10)	21.30
11/02/18	DUPLICATING - AS OF 11/02/18 (2 Copies @ \$.10)	.20
11/02/18	DUPLICATING - AS OF 11/02/18 (120 Copies @ \$.10)	12.00

TOTAL REIMBURSABLE EXPENSES	\$ 43.50
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TOTAL THIS INVOICE	\$ 4,314.45
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**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

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In re: THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, as representative of THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i> Debtors. ¹	PROMESA Title III Case No. 17 BK 3283-LTS (Jointly Administered)
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In re: THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, as representative of PUERTO RICO HIGHWAYS & TRANSPORTATION AUTHORITY, Debtor.	PROMESA Title III Case No. 17 BK 3567-LTS
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**COVER SHEET TO TWENTIETH MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO HIGHWAYS &
TRANSPORTATION AUTHORITY FOR THE PERIOD OF
DECEMBER 1, 2018 THROUGH DECEMBER 31, 2018**

¹ The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	December 1, 2018 through December 31, 2018
Amount of compensation sought as actual, reasonable and necessary:	\$269.10
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$269.10

This is a: X monthly ___ interim ___ final application

This is O&B's twentieth monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for December 2018.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On March 8, 2019 sent to:

Counsel for the Oversight Board:

Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
Attn: Martin J. Bienenstock, Esq.,
mbienenstock@proskauer.com
Ehud Barak, Esq., ebarak@proskauer.com

Proskauer Rose LLP
70 West Madison Street, Chicago, IL 60602
Attn: Paul V. Possinger, Esq.,
ppossinger@proskauer.com

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq., jrapisardi@omm.com
Suzanne Uhland, Esq., suhland@omm.com
Diana M. Pérez, Esq., dperez@omm.com

Counsel for PR Fiscal Agency and Financial Advisory Authority:

Marini Pietrantoni Muñoz LLC
MCS Plaza Suite 500, 255 Ponce de León Ave.
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.,
lmardini@mpmlawpr.com
Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico

Counsel for the Official Committee of Unsecured Creditors:

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despina, Esq.,
lucdespins@paulhastings.com

Casillas, Santiago & Torres, LLC
El Caribe Office Building, 53 Palmeras Street, Suite 1601
San Juan, PR 00901-2419
Attn: Juan J. Casillas Ayala, Esq.,
jasillas@cstlawpr.com
Alberto J.E. Añeses Negrón, Esq., aaneses@cstlawpr.com

Counsel for the Official Committee of Retired Employees:

Bennazar, García & Millian, C.S.P.
Edificio Union Plaza, PH-A Piso 18, 416 Ave. Ponce de León
Hato Rey, PR 00918
Attn: A.J. Bennazar-Zequiera, Esq., ajb@bennazar.org

Jenner & Block LLP
919 Third Ave
New York NY 10022
Attn: Robert Gordon, Esq., rgordong@jenner.com
Richard Levin, Esq., rlevin@jenner.com

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn: Catherine Steege, Esq., csteeg@jenner.com
Melissa Root, Esq., mroot@jenner.com

PR Department of Treasury:

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of Central Accounting, Reylam.Guerra@hacienda.pr.gov
Omar E. Rodríguez-Pérez, CPA, Assistant Secretary of Central Accounting, Rodriguez.Omar@hacienda.pr.gov
Angel L. Pantoja-Rodríguez Deputy Assistant Secretary of Internal Revenue and Tax Policy angel.pantoja@hacienda.pr.gov
Francisco Parés-Alicea, Assistant Secretary of Internal Revenue and Tax Policy, Francisco.pares@hacienda.pr.gov
Francisco Pena Montanez, CPA, Assistant Secretary of the Treasury, Francisco.Pena@hacienda.pr.gov

Counsel for the Fee Examiner:

EDGE Legal Strategies, PSC
252 Ponce de León Av, Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo, Esq., elugo@edgelegalpr.com

Godfrey & Kahn, S.C.
Onee East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>HTA TITLE III</u>					
<u>Summary of Legal Fees for the Period December 1 through December 31, 2018</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Ubaldo M. Fernandez Barrera	Jr. Member	Litigation	\$ 220.00	0.50	\$ 110.00
Emiliano Trigo Fritz	Jr. Member	Corporate	\$ 210.00	0.40	\$ 84.00
Vanessa Sanchez	Paralegal	Litigation	\$ 150.00	0.70	\$ 105.00
	Totals			1.60	\$ 299.00
	Less: 10% Courtesy discount				\$ (29.90)
SUMMARY OF LEGAL FEES					\$ 269.10
<u>HTA TITLE III</u>					
<u>Summary of Disbursements for the Period December 1 through December 31, 2018</u>					
Description - Expenses			Amounts		
			\$		-
	Totals				\$ -
SUMMARY OF DISBURSEMENTS					\$ -

<u>HTA TITLE III</u>			
<u>Summary of Legal Fees for the Period December 1 through December 31, 2018</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
201	Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	0.40	\$ 84.00
224	Fee Applications-O&B	1.20	\$ 215.00
			\$ 299.00
	Less: 10% Courtesy Discount		\$ (29.90)
	TOTALS	1.60	\$ 269.10

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$242.19, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$242.19.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

O'NEILL & BORGES LLC

ESQ. ALEJANDRO RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

FOMB IN RE HTA TITLE III

January 4, 2019
Bill #: 340919
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
December 31, 2018:

Client.Matter: P1703 - 0

RE: GENERAL

Total Professional Services	\$ 215.00
Less Discount	<u>\$ -21.50</u>
Net Professional Services	\$ 193.50
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 193.50

O'NEILL & BORGES LLC

Client.Matter: P1703 . 0
RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
12/05/18	UMF	224	Draft eighteenth monthly fee application of O'Neill & Borges LLC for the month of October 2018 in the HTA Title III case.	.50	220.00	110.00
12/05/18	VSN	224	As requested by U. Fernandez, review and compile October 2018 monthly fee application for IITA Title III Case No. 17-3567.	.70	150.00	105.00

TOTAL PROFESSIONAL SERVICES	\$ 215.00
Less Discount	<u>\$ -21.50</u>
NET PROFESSIONAL SERVICES:	\$ 193.50

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
UBALDO M. FERNANDEZ BARRERA	.50	220.00	110.00
VANESSA SANCHEZ	.70	150.00	105.00
Total	1.20		\$ 215.00

TOTAL THIS INVOICE \$ 193.50

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

January 4, 2019
Bill #: 344729
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
December 31, 2018:

Client.Matter: P1703 - 2

RE: FISCAL PLAN

Total Professional Services	\$ 84.00
VOLUME DISCOUNT	<u>\$ -8.40</u>
Net Professional Services	\$ 75.60
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 75.60

O'NEILL & BORGES LLC

Client.Matter: P1703 . 2

RE: FISCAL PLAN

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
12/14/18	ETF	201	Review HTA fiscal plan. (.30) Respond to Proskauer question regarding toll rates fiscal measure. (.10)	.40	210.00	84.00

TOTAL PROFESSIONAL SERVICES \$ 84.00

VOLUME DISCOUNT \$ -8.40

NET PROFESSIONAL SERVICES: \$ 75.60

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
EMILIANO TRIGO FRITZ	.40	210.00	84.00
Total	.40		\$ 84.00

TOTAL THIS INVOICE \$ 75.60

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)

Debtors.¹

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3567-LTS

PUERTO RICO HIGHWAYS & TRANSPORTATION
AUTHORITY,

Debtor.

-----X

**COVER SHEET TO TWENTY-FIRST MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO HIGHWAYS &
TRANSPORTATION AUTHORITY FOR THE PERIOD OF
JANUARY 1, 2019 THROUGH JANUARY 31, 2019**

¹ The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	January 1, 2019 through January 31, 2019
Amount of compensation sought as actual, reasonable and necessary:	\$333.00
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$333.00

This is a: X monthly ___ interim ___ final application

This is O&B's twenty-first monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for January 2019.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On April 1st, 2019 sent to:

Counsel for the Oversight Board:

Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
Attn: Martin J. Bienenstock, Esq.,
mbienenstock@proskauer.com
Ehud Barak, Esq., ebarak@proskauer.com

Proskauer Rose LLP
70 West Madison Street, Chicago, IL 60602
Attn: Paul V. Possinger, Esq.,
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Counsel for AAFAF:

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New York, NY 10036
Attn: John J. Rapisardi, Esq., jrapisardi@omm.com
Suzanne Uhlund, Esq., suhland@omm.com
Diana M. Pérez, Esq., dperez@omm.com

Counsel for PR Fiscal Agency and Financial Advisory Authority:

Marini Pietrantoni Muñoz LLC
MCS Plaza Suite 500, 255 Ponce de León Ave.
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.,
lmagini@mpmlawpr.com
Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico

Counsel for the Official Committee of Unsecured Creditors:

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despina, Esq.,
lucdespins@paulhastings.com

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San Juan, PR 00901-2419
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Alberto J.E. Añeses Negrón, Esq., aaneses@cstlawpr.com

Counsel for the Official Committee of Retired Employees:

Bennazar, García & Millian, C.S.P.
Edificio Union Plaza, PH-A Piso 18, 416 Ave. Ponce de León
Hato Rey, PR 00918
Attn: A.J. Bennazar-Zequeira, Esq., ajb@bennazar.org

Jenner & Block LLP
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New York NY 10022
Attn: Robert Gordon, Esq., rgordong@jenner.com
Richard Levin, Esq., rlevin@jenner.com

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn: Catherine Steege, Esq., csteeg@jenner.com
Melissa Root, Esq., mroot@jenner.com

PR Department of Treasury:

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
Central Accounting, Reylam.Guerra@hacienda.pr.gov
Omar E. Rodríguez-Pérez, CPA, Assistant
Secretary of Central Accounting,
Rodriguez.Omar@hacienda.pr.gov
Angel L. Pantoja-Rodríguez Deputy Assistant Secretary
of Internal Revenue and Tax Policy
angel.pantoja@hacienda.pr.gov
Francisco Parés-Alicea, Assistant Secretary of Internal
Revenue and Tax Policy,
Francisco.pares@hacienda.pr.gov
Francisco Pena Montanez, CPA, Assistant Secretary of
the Treasury, Francisco.Pena@hacienda.pr.gov

Counsel for the Fee Examiner:

EDGE Legal Strategies, PSC
252 Ponce de León Av, Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo, Esq., elugo@edgelegalpr.com

Godfrey & Kahn, S.C.
Onee East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>HTA TITLE III</u>					
<u>Summary of Legal Fees for the Period January 1 through January 31, 2019</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Jr. Member	Litigation	\$ 305.00	0.80	\$ 244.00
Ubaldo M. Fernandez Barrera	Jr. Member	Litigation	\$ 220.00	0.30	\$ 66.00
Vanessa Sanchez	Paralegal	Litigation	\$ 150.00	0.40	\$ 60.00
	Totals			1.50	\$ 370.00
	Less: 10% Courtesy discount				\$ (37.00)
SUMMARY OF LEGAL FEES					\$ 333.00
<u>HTA TITLE III</u>					
<u>Summary of Disbursements for the Period January 1 through January 31, 2019</u>					
Description - Expenses			Amounts		
			\$		-
	Totals				\$ -
SUMMARY OF DISBURSEMENTS					\$ -

<u>HTA TITLE III</u>			
<u>Summary of Legal Fees for the Period January 1 through January 31, 2019</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
209	Adversary Proceeding	0.80	\$ 244.00
224	Fee Applications-O&B	0.70	\$ 126.00
			\$ 370.00
	Less: 10% Courtesy Discount		\$ (37.00)
	TOTALS	1.50	\$ 333.00

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$299.70, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$299.70.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

250 AVE MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

February 5, 2019
Bill #: 343569
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
January 31, 2019:

Client.Matter: P1703 - 0

RE: GENERAL

Total Professional Services	\$ 126.00
Less Discount	<u>\$ -12.60</u>
Net Professional Services	\$ 113.40
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 113.40

O'NEILL & BORGES LLC

Client.Matter: P1703 . 0
RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
1/14/19	UMF	224	Draft nineteenth monthly fee application of O'Neill & Borges in the Title III case of HTA.	.30	220.00	66.00
1/15/19	VSN	224	As requested by U. Fernandez, review and compile November 2018 monthly fee application exhibits for HTA Title III Case No. 17-3567.	.20	150.00	30.00
1/18/19	VSN	224	As requested by U. Fernandez, finalize November 2018 monthly fee application exhibits for HTA Title III Case No. 17-3567 as per approval of J. L. Koury.	.20	150.00	30.00

TOTAL PROFESSIONAL SERVICES \$ 126.00

Less Discount \$ -12.60

NET PROFESSIONAL SERVICES: \$ 113.40

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
UBALDO M. FERNANDEZ BARRERA	.30	220.00	66.00
VANESSA SANCHEZ	.40	150.00	60.00
Total	.70		\$ 126.00

TOTAL THIS INVOICE

\$ 113.40

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

February 5, 2019
Bill #: 343570
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
January 31, 2019:

Client.Matter: P1703 - 801

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

Total Professional Services	\$ 244.00
VOLUME DISCOUNT	<u>\$ -24.40</u>
Net Professional Services	\$ 219.60
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 219.60

250 AVE MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1703 . 801

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
1/18/19	HDB	209	Analyze reply brief filed by Petitioners before the US Supreme Court.	.80	305.00	244.00

TOTAL PROFESSIONAL SERVICES \$ 244.00

VOLUME DISCOUNT \$ -24.40

NET PROFESSIONAL SERVICES: \$ 219.60

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.80	305.00	244.00
Total	.80		\$ 244.00

TOTAL THIS INVOICE \$ 219.60